

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER PURSUANT TO SECTION  
105(a) OF THE BANKRUPTCY CODE AND  
BANKRUPTCY RULE 9019(b) AUTHORIZING  
AND APPROVING THE SETTLEMENT BETWEEN  
LEHMAN BROTHERS HOLDINGS INC. AND AEGIS MORTGAGE CORP.**

Upon the motion, dated March 23, 2011 (the “Motion”), of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors in possession (collectively, the “Debtors” and, together with their non-debtor affiliates, “Lehman”), pursuant to section 105 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for authorization and approval of the settlement between LBHI and Aegis Mortgage Corporation (“Aegis”) on the terms set forth in the Settlement Agreement,<sup>1</sup> as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings set forth in the Motion.

being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the procedures set forth in the second amended order entered on June 17, 2010 governing case management and administrative procedures for these cases [Docket No. 9635]; and the Court having found and determined that the relief sought in the Motion is in the best interests of LBHI, its estate and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to section 105 of the Bankruptcy Code and Bankruptcy Rule 9019, the Settlement Agreement is approved; and it is further

ORDERED that upon Aurora Loan Services' receipt of distributions from Aegis' bankruptcy estate on account of the \$25,000,000 Allowed Claim, Aurora Loan Services and LBHI shall jointly determine the amount of such distributions that is attributable to the portion of the Allowed Claim that relates to loans held by LBHI (such amount, the "LBHI Distribution"); and it is further

ORDERED that Aurora Loan Services shall distribute the LBHI Distribution to LBHI, without the need for request, and without any right of setoff; and it is further

ORDERED that LBHI is authorized to execute, deliver, implement and fully perform any and all obligations, instruments, documents and papers and to take any and all actions reasonably necessary or appropriate to consummate the settlement,

including entering into the Settlement Agreement, and perform any and all obligations contemplated therein; and it is further

ORDERED that the Bankruptcy Court retains jurisdiction to enforce the Settlement Agreement and any disputes arising thereunder.

Dated: New York, New York  
April 21, 2011

s/ James M. Peck  
Honorable James M. Peck  
United States Bankruptcy Judge